

EXHIBIT 2

UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS

RICHARD E. KAPLAN,

Plaintiff,

v.

FIRST HARTFORD CORPORATION,

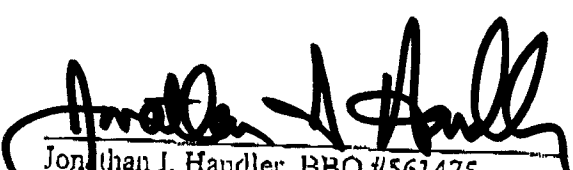
Defendant.


Civil Action No. 04-10402-RCL

**FIRST HARTFORD CORPORATION'S
CERTIFICATION PURSUANT TO LOCAL RULE 16.1(D)(3)**

The undersigned hereby certify pursuant to Loc. R. 16.1(D)(3) that they are, respectively, outside counsel for and the president of defendant First Hartford Corporation and that they have conferred as follows:

- (a) with a view to establishing a budget for the costs of conducting the full course and various alternative courses of the litigation; and
- (b) to consider the resolution of the litigation through the use of alternative dispute resolution programs such as those outlined in Loc. R. 16.4.


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May 5, 2004